

**EXHIBIT 2**

**UNITED STATES OF BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In Re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

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Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**STIPULATION AND ORDER PURSUANT TO 11 U.S.C. § 362 (d)  
MODIFYING THE AUTOMATIC STAY IMPOSED BY 11 U.S.C. § 362 (a)**

Pursuant to the order, dated October 15, 2012 (Docket No. 1824) (the “Procedures Order”), pursuant to sections 105(a) and 362 (d) of title 11 of the United States Code (the “Bankruptcy Code”) establishing procedures (the “Stay Relief Procedures”) for requesting relief from the automatic stay to complete the foreclosure of a senior mortgage and security interest on lands and premises with respect to which the Debtors hold or service a subordinate mortgage and security interests; and Select Portfolio Servicing, Inc. as servicer for U.S. Bank National Association, as Trustee for the holders of the First Franklin Mortgage Loan Trust Mortgage Pass-Through Certificates, Series 2005-FF9 (“Movant”) having requested (the “Request”) relief from the automatic stay in accordance with the Stay Relief Procedures in connection with property with an address of 4546 193<sup>rd</sup> Place Southeast, Issaquah, WA 98027 (the “Mortgaged Property”) and due and proper notice of the Request having been made on all necessary parties; and the above-captioned debtors (the “Debtors”) having consented to the relief sought in the Request on the terms and conditions contained in this stipulation and order (“Stipulation and Order”), upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing, it is hereby

**ORDERED, ADJUDGED, AND DECREED THAT:**

The Request is granted as set forth herein.

The automatic stay imposed in this case by section 362(a) of the Bankruptcy Code

is modified under section 362(d) of the Bankruptcy Code to the extent necessary to allow Movant to complete the foreclosure of the mortgage and security interest it holds on the Mortgaged Property.

Movant shall provide due notice to the Debtors in connection with any action to be taken with respect to the Mortgaged Property, including, but not limited to, proceeding with a sale of the Mortgaged Property, in accordance with and to the extent required by applicable state law.

To the extent proceeds from any sale of the Mortgaged Property exceed the valid amounts due and owing to Movant and any other entity holding a valid and enforceable lien on the Mortgaged Property that is senior to the lien of the Debtors, such proceeds shall be turned over within thirty (30) days after such sale is completed (a) to the Debtors' estates, or (b) to the extent the Debtors' interest in the Property is an asset subject to purchase under an asset purchase agreement between the Debtors and a Stalking Horse Bidder (or any other purchaser) (each, an "APA"), then, on and after the closing of the sale under such APA, to such purchaser via wire transfer.

This Stipulation and Order may not be modified other than by a signed writing executed by the Parties hereto or by further order of the Court.

This Stipulation and Order may be executed in multiple counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

That pursuant to Bankruptcy Rule 4001(a)(3), the 14-day stay of this Stipulation and Order imposed by such Bankruptcy Rule is waived. Movant is authorized to implement the provisions of this Stipulation and Order immediately upon its entry.

This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and interpretation of this Stipulation and Order.

GMAC Mortgage, LLC

Select Portfolio Servicing, Inc. as servicer  
for U.S. Bank National Association, as  
Trustee for the holders of the First Franklin  
Mortgage Loan Trust Mortgage Pass-  
Through Certificates, Series 2005-FF9

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as servicer for U.S. Bank National  
Association, as Trustee for the holders of  
the First Franklin Mortgage Loan Trust and  
Mortgage Pass-Through Certificates, Series  
2005-FF9*

APPROVED AND SO ORDERED

This \_\_\_\_\_ day of \_\_\_\_\_ in New York

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**HONORABLE MARTIN GLENN**  
**UNITED STATES BANKRUPTCY JUDGE**